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40 North Central Avenue  
Phoenix, Arizona 85004-4429

Keith Beauchamp (State Bar No. 012434)  
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Direct Fax: (602) 734-3877  
Email: [kbeauchamp@lrlaw.com](mailto:kbeauchamp@lrlaw.com)

2009 MAR 16 P 4: 49

AZ CORP COMMISSION  
DOCKET CONTROL

Arizona Corporation Commission

DOCKETED

MAR 16 2009

Attorneys for Respondents

DOCKETED BY

BEFORE THE ARIZONA CORPORATION COMMISSION

In the matter of

WACHOVIA SECURITIES, LLC  
One North Jefferson Avenue  
St. Louis, Missouri 63103

WACHOVIA CAPITAL MARKETS, LLC  
301 South College Street  
Charlotte, North Carolina 28288-0601

Respondents.

Docket No. S-20655A-09-0071

**MOTION AND CONSENT OF  
LOCAL COUNSEL FOR  
TEMPORARY PRO HAC VICE  
ADMISSION OF DOUGLAS L.  
KELLY**

Undersigned counsel, pursuant to Rule 38 of the Rules of the Supreme Court of Arizona, moves the Commission, for good cause shown, to temporarily admit Douglas L. Kelly as counsel *pro hac vice* in this action. Mr. Kelly desires temporary admission *pro hac vice* to appear on behalf of his clients, Wachovia Securities, LLC and Wachovia Capital Markets, LLC, at the open meeting before the Arizona Corporation Commission, scheduled for March 19, 2009. Due to the unavailability of another Wachovia employee, it is necessary for Mr. Kelly to obtain *pro hac vice* admission on short notice.

Pursuant to Rule 38, Mr. Kelly has submitted the following to the State Bar of Arizona: (i) original Verified Application for Appearance *Pro Hac Vice*; (ii) original Certificate of Good Standing; and (iii) the filing fee required by Rule 38. A copy of those materials is attached as Exhibit 1. Keith Beauchamp, a member in good standing of the State Bar of Arizona, has not yet received the State Bar of Arizona's Notice of Receipt.

1 These application materials were submitted to the State Bar on March 16, 2009. Because  
2 the open meeting at which the proposed consent order will be considered by the  
3 Commission is set for March 19, 2009, counsel for Wachovia respectfully request that Mr.  
4 Kelly be permitted to temporarily appear *pro hac vice*, pending completion of the  
5 application process. A proposed form of procedural order is lodged herewith.

6 RESPECTFULLY SUBMITTED this 16<sup>th</sup> day of March, 2009.

7 LEWIS AND ROCA LLP

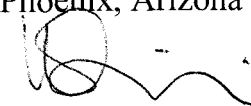
8 By   
9 Keith Beauchamp  
10 Attorneys for Respondents

11 COPY of the foregoing hand-delivered  
12 this 16<sup>th</sup> day of March, 2009, to:

13 Cheryl Farson  
14 General Counsel  
15 Securities Division  
16 Arizona Corporation Commission  
17 1300 West Washington Avenue  
18 Phoenix, Arizona 85007

19 COPY of the foregoing mailed  
20 this 16<sup>th</sup> day of March, 2009, to:

21 State Bar of Arizona  
22 4201 North 24<sup>th</sup> Street, Suite 200  
23 Phoenix, Arizona 85016  
24  
25  
26



## EXHIBIT 1

RECEIVED

MAR 16 2009

March 13, 2009

State Bar Of Arizona

WACHOVIA SECURITIES

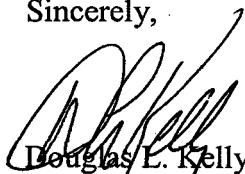
Arizona State Bar  
Attn: Pro Hac Vice Dept.  
4201 North 24<sup>th</sup> Street, Suite 200  
Phoenix, AZ 85016

Enclosed are my Pro Hac Vice Application (original and one copy), a Certificate of Good Standing and my check in the amount of \$460.

There is some urgency to receiving a Notice of Receipt of Complete Application because of a required attendance at a hearing before the Arizona Corporation Commission on March 19. Because of the unavailability of another Wachovia employee, it will be necessary for me to attend to address the Commission, and as a licensed attorney I have been informed that I must appear under Pro Hac Vice. I apologize for the short notice of my request.

Thank you for your prompt attention to this matter.

Sincerely,



Douglas E. Kelly  
Wachovia Securities  
One North Jefferson Ave.  
MO 2180  
St. Louis, MO 63103  
(314) 955-3232

Enclosures:

Pro Hac Vice Application (original and one copy)  
Certificate of Good Standing  
Check in the amount of \$460.00

# *The Supreme Court of Missouri*



## *Certificate of Admission as an Attorney at Law*

I, Thomas F. Simon, Clerk of the Supreme Court of Missouri, do hereby certify that the records of this office show that on April 27, 1974,

***Douglas L. Kelly***

was duly admitted and licensed to practice as an Attorney and Counselor at Law in the Supreme Court of Missouri and all courts of record in this state, and is, on the date indicated below, a member in good standing of this Bar.

IN TESTIMONY WHEREOF, I hereunto set my hand and affix the seal of the Supreme Court of Missouri at my office in Jefferson City, Missouri, this 12<sup>th</sup> day of March, 2009.

A handwritten signature in black ink, appearing to read "Thomas F. Simon", is written over a horizontal line.

Clerk of the Supreme Court of Missouri



For Official Use Only

App#

Bar Number#

Attn: Pro Hac Vice Dept  
PO Box 53099  
Phoenix, AZ 85072-3099  
Phone: 602-340-7239

### Application for Appearance Pro Hac Vice

#### PART I: Applicant Information

Name of Applicant: Douglas L. Kelly

Firm/Company Name: Wachovia Securities, LLC

Office Address: One North Jefferson Avenue, St. Louis, MO 63103

Telephone: 314-955-3232 Fax: 314-955-5913 Email Address: Doug.Kelly@wachoviassec.com

Residence Address: 911 Lay Road, Ladue, Missouri, 63124

Title of cause or case where applicant seeks to appear: In the Matter of Wachovia Securities, LLC & Wachovia Capital Markets, LLC

Docket Number: S-20655A-09-0071

Court, Board, or Administrative Agency: The Arizona Corporation Commission

Party on whose behalf applicant seeks to appear:

Pursuant to Arizona Supreme Court Rule 38(i)(3), the applicant shall complete the information below:

Courts to Which Applicant Has Been Admitted:

*(Attach additional pages if needed)*

Missouri Supreme Court – Missouri Bar

Date of Admission:

April 27, 1974

Bar Number:

23575

☒ Applicant is a member in good standing in such courts.

☐ Applicant is not currently disbarred or suspended in any court.

Applicant ☐ is / ☒ is not (select one) currently subject to any pending disciplinary proceeding or investigation by any court, agency or organization authorized to discipline attorneys at law.

In the preceding three (3) years, applicant has filed applications to appear as counsel under AZ ST S.Ct., Rule 38(a) in the following:

Title of Matter:

Docket #:

Court or Agency:

App Granted? (Y/N)

None.

This case or cause ☐ is / ☒ is not (select one) a related or consolidated matter for which applicant has previously applied to appear pro hac vice in Arizona. If this matter is a related or consolidated with any previous application, Applicant certifies that he/she will review and comply with appropriate rules of procedure as required in the underlying cause.

If applicable, please provide related or consolidated matter application or docket# \_\_\_\_\_

**PART II: Local Counsel Information**

Name of Arizona Local Counsel: Keith Beauchamp

State Bar of Arizona Number: 12434

Address: 40 North Central Avenue, Suite 1900, Phoenix, Arizona 85004

Telephone: 602.262.0822 Fax: 602.734.3877 Email Address: KBeauchamp@lrlaw.com

☒ Local Counsel is a member in good standing.

☒ Local Counsel associating with a nonresident attorney in a particular cause shall accept joint responsibility with the nonresident attorney to the client, to opposing parties and counsel, and to court, board, or administrative agency in that particular cause.

**PART III: Parties and Certification**

Name(s) of each party in this cause and name and address of all counsel of record:

| Party:                                | Counsel of Record:      | Address:                                       |
|---------------------------------------|-------------------------|--|
| <u>Wachovia Securities, LLC</u>       | <u></u>                 | <u></u>  |
| <u>Wachovia Capital Markets, LLC</u>  | <u></u>                 | <u></u>  |
| <u>Arizona Corporation Commission</u> | <u>Cheryl T. Farson</u> | <u>1300 West Washington, Phoenix, AZ 85007</u> |
| <u></u>                               | <u></u>                 | <u></u>  |

☒ Applicant is including with this application a nonrefundable application fee, payable to the State Bar of Arizona, in the amount of \$460.00. Fifteen percent of the non-refundable application fee paid pursuant to this section shall be deposited into a civil legal services fund to be distributed by the Arizona Foundation for Legal Services and Education entirely to approved legal services organizations, as that term is defined in subparagraph (f) of this rule.

☒ Applicant is furnishing a certificate from the state bar or from the clerk of the highest admitting court of each state, territory, or insular possession of the United States in which the nonresident attorney has been admitted to practice law certifying the nonresident attorney's date of admission to such jurisdiction and the current status of the nonresident attorney's membership or eligibility to practice therein. The certificate furnished shall be no more than forty-five (45) days old.

Applicant certifies the following:

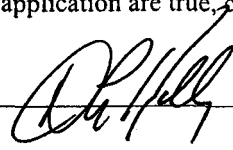
1. Applicant shall be subject to the jurisdiction of the courts and agencies of the State of Arizona and to the State Bar of Arizona with respect to the law of this state governing the conduct of attorneys to the same extent as an active member of the State Bar of Arizona, as provided in Rule 46(b) Rules of the Supreme Court.
2. Applicant will review and comply with appropriate rules of procedure as required in the underlying cause.
3. Applicant understands and shall comply with the standards of conduct required of members of the State Bar of Arizona.

**Verification**

STATE OF Missouri  
County/City of St. Louis ss.

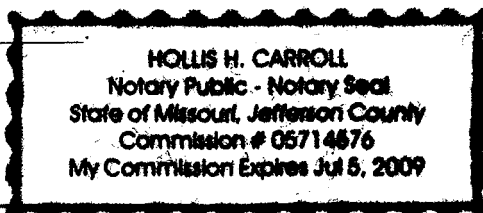
I, Douglas L. Kelly, swear that all statements in the application are true, correct and complete to the best of my knowledge and belief.

Dated: 3/11/09

Applicant's Signature: 

SUBSCRIBED AND SWORN TO before me this 11<sup>th</sup> day of March, 2009, by

Douglas L. Kelly  
Name of Applicant



Hollis H. Carroll  
Notary Public